

EXHIBIT 2

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

NOTICE OF CLASS ACTION SETTLEMENT

DOUGLAS J. COPPESS, Individually and on Behalf of All Others Similarly Situated,)	
)	Case No. 3:10-cv-00109
Plaintiff,)	
)	Judge Todd J. Campbell
vs.)	Magistrate John Bryant
)	
HEALTHWAYS, INC; BEN R. LEEDLE, JR.,)	
THOMAS G. CIGARRAN, JOHN A. WICKENS)	
HENRY D. HERR, WARREN NEEL,)	
WILLIAM C. O'NEIL, JR., JAY C. BISGARD,)	
JOHN W. BALLATINE, MARY JANE)	
ENGLAND, ALISON TAUNTON-RIGBY,)	
L. BEN LYITTLE, MARY A. CHAPUT, ALFRED)	
LUMSDAINE, BETTY ANN LAY, AMY)	
MOORE, KEITH BRALY, GLENN)	
HARGREAVES, HANS BERTIL WESTIN,)	
CLAIBRONE RICHARDS, JERRY)	
ARMSTRONG, and JOHN DOE 1-10,)	
)	
Defendants.)	
)	

**NOTICE OF CLASS ACTION SETTLEMENT,
SETTLEMENT FAIRNESS HEARING, AND MOTION FOR ATTORNEY
FEES AND REIMBURSEMENT OF ATTORNEY EXPENSES**

TO THE FOLLOWING "SETTLEMENT CLASS":

All persons who were participants in or beneficiaries of the Healthways Inc. Retirement Savings Plan (the "Plan") at any time between May 16, 2005 and July 30, 2010, and whose accounts included investments in Healthways stock. Defendants and Kenneth Banks are not members of the Class.

Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.**

The Court has preliminarily approved a proposed settlement (the "Settlement") of a class action lawsuit, Coppess v. Healthways, Inc., et al., No. 3:10-cv-00109 (M.D. Tenn.) (the "Action") brought under the Employee Retirement Income Security Act ("ERISA"). The Settlement is between Douglas J. Coppess ("Plaintiff") and Defendants Healthways, Inc. ("Healthways"), Ben R. Leedle, Jr., Thomas G. Cigarran, John A. Wickens, Henry D. Herr, Warren Neel, William C. O'Neil, Jr., Jay C. Bisgard, John W. Ballantine, Mary Jane England, Alison Taunton-Rigby, L. Ben Lytle, Mary A. Chaput, Alfred Lumsdaine, Betty Ann Lay, Amy Moore, Keith Braly, Glenn Hargreaves, Hans Bertil Westin, Claiborne Richards, and Jerry Armstrong ("Defendants"), and would release Defendants and related parties from any claims filed against them. This Notice contains summary information with respect to the Settlement. The terms and conditions of the Settlement are set forth in a Stipulation of Settlement (the "Stipulation"). Capitalized terms used in this Notice but not defined in this Notice have the meanings assigned to them in the Stipulation. The Stipulation, and additional information with respect to the Action and the Settlement, is available at <http://www.xxx.com/Healthways> or from counsel listed at page 3 below.

If the Court issues final approval of the Settlement, Defendants will cause the payment of *One Million Two Hundred Fifty Thousand U.S. Dollars* (\$1,250,000.00) into an Escrow Account, from which the Net Settlement will be allocated to the Plan accounts of Members of the Settlement Class.

The Court has scheduled a hearing concerning final approval of the Settlement and Class Counsel's motion for attorneys' fees and expenses and for compensation to the Named Plaintiff. That hearing, before the Honorable Todd J. Campbell, is scheduled on _____, _____ at _____ .m. in Courtroom A826 at the United States Courthouse, 801 Broadway, Nashville, TN 37203. If approved, the Settlement will bind you as a Member of the Settlement Class. You may appear at this hearing and/or object to the Settlement. Any objections to the Settlement or the motion for attorney fees and expenses must be served in writing on the Court and the Parties' counsel. More information about the hearing and how to object is explained on pages 11-13 of this Notice.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS TO WHOM THIS NOTICE IS ADDRESSED, THE SETTLEMENT WILL AFFECT YOUR RIGHTS. YOU ARE NOT BEING SUED IN THIS MATTER. YOU NEED NOT APPEAR IN COURT, AND YOU DO NOT NEED TO HIRE AN ATTORNEY IN THIS CASE. IF YOU ARE IN FAVOR OF THE SETTLEMENT, YOU DO NOT NEED TO DO ANYTHING. IF YOU DISAPPROVE, YOU MAY OBJECT TO THE SETTLEMENT PURSUANT TO THE PROCEDURES DESCRIBED BELOW.

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

Your Legal Rights and Options in this Settlement:

You Can Do Nothing. No Action is Necessary to Receive Payment.	If the Settlement is approved by the Court and you are a Member of the Settlement Class, you will not need to do anything to receive a payment. If you are a current Plan participant and are authorized to receive a payment, the Plan's record-keeper will deposit the payment into your Plan account in the manner you designate for Plan contributions. If you are a Member of the Settlement Class and are no longer a participant in the Plan, a Plan account will be created for you. Your Settlement proceeds will be deposited into that account.
You Can Object (by _____, 2010).	You can write to the Court if you don't like the Settlement.
You can Go to a Hearing (on _____, 2010).	You can ask to speak in Court about the fairness of the Settlement.

These rights and options – **and the deadlines to exercise them** – are explained in this notice.

The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made only if the Court approves the Settlement and that approval is upheld in the event of any appeals.

Further information regarding the litigation and this Notice may be obtained by contacting:

Class Counsel:

GAINEY & McKENNA
Thomas J. McKenna
295 Madison Ave., 4th Floor
New York, NY 10017
Tel: (212) 983-1300
Email: tjmckenna@gaineyandmckena.com

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

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Questions? Please Call 1-8XX-XXX-XXXX or visit
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SUMMARY OF CASE

As described in more detail below and in the Plaintiff's Complaint, this Action concerns allegations that Defendants breached fiduciary duties owed to participants and beneficiaries in the Plan during the Class Period. Defendants deny the allegations. Copies of Plaintiff's Complaint and documents related to the Settlement are available at <http://www.xxx.com/Healthways>.

SUMMARY OF SETTLEMENT

Defendants will cause to be deposited into an Escrow Account *One Million Two Hundred Fifty Thousand U.S. Dollars* (\$1,250,000.00) in cash. After payment of attorney fees and expenses, the amount remaining in the Escrow Account (the "Net Settlement Amount") shall be allocated among Members of the Settlement Class according to a Plan of Allocation to be approved by the Court.

STATEMENT OF POTENTIAL OUTCOME OF THE ACTION

Class Counsel believes that the claims against Defendants are well-grounded in law and fact, and that breaches of fiduciary duty under ERISA occurred in this case. However, as with any litigated case, the Settlement Class would face an uncertain outcome if the Action were to continue against Defendants in the Action. Continued litigation of the Action could result in a judgment or verdict greater or less than the recovery under the Stipulation, or in no recovery at all. Class Counsel also has taken into account the availability of insurance. In evaluating the Settlement, Class Counsel has considered the range of possible recoveries if the claims against Defendants were adjudicated rather than settled.

Class Counsel believes that this Settlement reflects a reasonable compromise in light of the range of possible outcomes. Class Counsel believes that the Settlement is preferable to continued litigation, and is in the best interests of the Class because the Settlement provides certainty to the Settlement Class with respect to the amount of recovery and should result in the recovery actually being realized substantially prior to the time it would be were the case successfully litigated to a conclusion.

Throughout this litigation, Defendants have denied and continue to deny the claims and contentions alleged by Plaintiffs. Nevertheless, Defendants have concluded that it is desirable that the Action be fully and finally settled as to them and the other Released Persons on the terms

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and conditions set forth in the Stipulation of Settlement. The Court has not ruled in favor of either side. Both sides agreed to the Settlement to insure a resolution and avoid the cost and risk of further litigation.

STATEMENT OF ATTORNEY FEES AND EXPENSES SOUGHT IN THE ACTION

Class Counsel in the Action will submit a fee petition to the Court in which they will ask the Court to award them attorney fees not in excess of 33 1/3 % of the amount recovered in the Settlement, plus reimbursement of costs and expenses. Fees and expenses awarded by the Court will be deducted from the Settlement Amount.

STATEMENT REGARDING FEES AND EXPENSES INCURRED BY THE INDEPENDENT FIDUCIARY

An Independent Fiduciary is evaluating the Settlement and will be asked to authorize the Settlement on behalf of the Plan. Defendants have paid or will pay the fees and expenses incurred by the Independent Fiduciary (including fees and expenses incurred by consultants, attorneys, and other professionals retained or employed by the Independent Fiduciary) in the course of evaluating and authorizing the Settlement on behalf of the Plan. No fees or expenses incurred or invoiced by the Independent Fiduciary will be paid out of the Escrow Account.

WHAT WILL THE PLAINTIFF GET?

The Plaintiff will share in the allocation of the money paid to the Plan on the same basis and to the same extent as all other Members of the Settlement Class. In addition, the Plaintiff will ask the Court to award him up to \$10,000 for his representation of the Settlement Class and help in the prosecution and settlement of this action. Any such case contribution award will be paid solely from the proceeds of the Settlement Fund. However, Defendants will not share in the allocation.

BASIC INFORMATION

Why did I get this Notice package?

You or someone in your family is or may have been a participant in the Plan and through the applicable Plan account invested in Healthways stock between May 16, 2005 and July 30, 2010. The Court ordered this Notice to be sent to you because, if you fall within that group, you have a right to know about the Settlement and about all of your options before the Court decides whether to approve the Settlement. If the Court approves the Settlement, and after any objections and appeals are resolved, the net amount of the Settlement Fund will be paid to the Plan and then allocated among Members of the Settlement Class according to a Court-approved Plan of Allocation. This Notice package describes the litigation, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

The Court in charge of this case is the United States District Court for the Middle District of Tennessee. The individual who sued is called a “Plaintiff,” and the people/entities he sued are called “Defendants.” The legal action that is the subject of this Notice and the Settlement is known as Coppess v. Healthways Inc., et al., No. 3:10-cv-00109 (M.D. Tenn.) (the “Action”).

What is the lawsuit about?

The Action claims that Defendants were fiduciaries of the Plan and violated fiduciary duties under ERISA that they owed to participants and beneficiaries of the Plan. In the Complaint, Plaintiff has asserted causes of action for the losses suffered by the Plan as the result of the alleged breaches of fiduciary duty by Defendants.

Portions of the accounts of participants in the Plan were invested in Healthways stock. The Action alleges that the Plan’s fiduciaries, including certain of Healthways’ current and/or former officers and directors, failed to act appropriately when the Plan’s holdings of Healthways stock allegedly became an imprudent investment. Defendants deny any wrongdoing and/or that the Healthways Stock Fund was an imprudent investment option.

Why is this case a class action?

In a class action, one or more plaintiffs called “Class Representatives” sue on behalf of a large number of people who have similar claims. All of the individuals on whose behalf the Class Representatives are suing are “Class Members.” One court resolves the issues for all Class Members. In its order setting the Fairness Hearing, the Court preliminarily certified the Settlement Class in the Action.

The Class Representative in this Action is Douglas J. Coppess, who was a participant in the Plan during the Class Period, and is referred to in this Notice as the “Plaintiff.”

Why is there a settlement?

The Court has not reached any final decision in connection with Plaintiff’s claims against Defendants. Instead, Plaintiff and Defendants have agreed to a Settlement. In reaching the Settlement, they have avoided the cost, risks, time and disruption of prolonged litigation and trial.

Class Counsel believes that the Settlement is the best option for the Settlement Class Members. The reasons they believe this to be so are described above in the section entitled “Statement of Potential Outcome of the Action.”

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

WHO IS IN THE SETTLEMENT

To see if any of the proceeds of this Settlement will be allocated to your Plan account, you first must determine whether you are a Member of the Settlement Class.

How do I know whether I am part of the Settlement?

The Court has conditionally certified that this Settlement shall proceed on behalf of everyone who, subject to certain exceptions identified below, fits the following description:

All persons who were participants in or beneficiaries of the Healthways Inc. Retirement Savings Plan at any time between May 16, 2005 and July 30, 2010, and whose accounts included investments in Healthways stock.

Are there exceptions to being included?

All Plan participants described above are Members of the Settlement Class (“Members of the Settlement Class”) with the exception of Defendants, Kenneth Banks and any legal representatives, heirs, predecessors, and assigns of Defendants and/or Mr. Banks.

THE SETTLEMENT BENEFITS – WHAT YOU GET

What does the Settlement provide?

Defendants shall deposit *One Million Two Hundred Fifty Thousand U.S. Dollars* (\$1,250,000.00) (the “Settlement Amount”) not later than thirty (30) calendar days following the Court’s preliminary approval of the Settlement into an interest-bearing escrow account (the “Escrow Account”) at a financial institution (the “Escrow Agent”) identified by Plaintiff’s Counsel. The net amount in the Escrow Account, after payment of Court-approved attorney’s fees and expenses, will be allocated to the Plan accounts of Members of the Settlement Class according to a Plan of Allocation to be approved by the Court if and when the Court enters an order finally approving the Settlement.

How much will my payment be?

Under the proposed Plan of Allocation (which is subject to the Court’s approval), your share of the Settlement Fund will depend on the investment in Healthways stock in your Plan account during the Class Period. Each Class Member’s share of the Net Settlement Fund will be determined according to the following formula:

A. Your Net Loss Is Calculated

**Questions? Please Call 1-8XX-XXX-XXXX or visit
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Court as they cannot answer your questions.**

Your Net Loss, for the purpose of the allocation methodology, is the total of the dollar value of your holdings in the Healthways Stock Fund (“Healthways Fund”) at the beginning of the Class Period (May 16, 2005) plus (+) the dollar value of units purchased on your behalf in the Healthways Fund during the Class Period minus (-) the dollar value of units you sold or withdrew from the Healthways Fund during the Class Period minus (-) the dollar value of your holdings in the Healthways Fund at the end of the Class Period (July 30, 2010).

B. Your Net Loss Percentage Is Calculated

Your Net Loss Percentage will be determined by dividing your Net Loss by the total Net Loss of all Settlement Class Members.

C. Your Share of the Net Settlement Amount Is Calculated

Your Net Loss percentage will determine the dollar value of your share, if any, of the Net Settlement Amount. Your share will be your Net Loss Percentage multiplied by the Net Settlement Amount. But, no Settlement Class Member who is entitled to a share or allocation of the Net Settlement Amount will receive less than \$50.

The Court will be asked to approve the Plan of Allocation, a copy of which is available along with other settlement documents at <http://www.xxx.com/Healthways>.

Defendants, as defined in the Stipulation, to the extent they were a participant in the Plan at any time during the Class Period, will be excluded from the Plan of Allocation.

Your share of the Net Settlement Amount likely will be less than your actual losses. **You are not responsible for calculating the amount you may be entitled to receive under the Settlement.** This calculation will be done as part of the implementation of the Settlement. **Do not worry if you do not have records concerning your Plan account.** If you are entitled to a share of the Settlement Fund, you will receive a statement from the Plan’s record-keeper or Administrator showing the amount of your share. If you have questions regarding the Settlement or the Plan of Allocation, please contact the counsel listed on page 3 of this notice.

How can I get a payment?

You do not need to file a claim for recovery.

If you are a current Plan participant and are authorized to receive a payment, it will be deposited into your Plan account in the manner you designate for Plan contributions. If you are a Member of the Settlement Class and no longer are a participant in the Plan, your Settlement proceeds will be deposited into an account established by the Plan Administrator, and you will be contacted with further information on how to access this account.

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

When would I get my payment?

The balance of the Escrow Account (the Net Settlement Amount) will be paid to the Plan and allocated to the accounts of Members of the Settlement Class pursuant to the Plan of Allocation, as soon as possible after final approval has been obtained for the Settlement (which includes exhaustion of any appeals). Any appeal of the final approval may take a year or more. Please be patient.

There Will Be No Payments If The Settlement Is Terminated

The Stipulation may be terminated on several grounds, including: (1) if the Court does not approve the Settlement or materially modifies it before such date; (2) if the Independent Fiduciary hired to evaluate the Settlement does not approve it; or (3) if the Court's order approving the Settlement is reversed or modified on appeal. The Stipulation describes other conditions in which the Settlement may be terminated. In the event any of these conditions occur, there will be no settlement payment made, and the litigation will resume.

EXCLUDING YOURSELF FROM THE SETTLEMENT

Can I exclude myself from the Settlement?

In some class actions, class members have the opportunity to exclude themselves from the Settlement. This is sometimes referred to as "opting out" of the Settlement. **Because of the way ERISA operates, you do not have the right to exclude yourself from the Settlement in this case.** The case was preliminarily certified under Federal Rule of Civil Procedure 23(b)(1) as a "non-opt out" class. Breach of fiduciary duty claims must be brought by participants on behalf of the Plan, and any judgment or resolution necessarily applies to all Plan participants and beneficiaries. As such, it is not possible for any participants or beneficiaries to exclude themselves from the benefits of the Settlement. **Therefore, you will be bound by any judgments or orders that are entered in this Action, and, if the Settlement is approved, you will be deemed to have released Defendants from any and all claims that were or could have been asserted in this case on your behalf or behalf of the Plan or otherwise included in the release in the Settlement, other than your right to obtain the relief provided to you, if any, by the Settlement.**

Although you cannot opt-out of the Settlement, you can object to the Settlement and ask the Court not to approve the Settlement. See question "How do I tell the Court that I don't like the Settlement?" below.

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

THE LAWYERS REPRESENTING YOU

Do I have a lawyer in the case?

The Court has preliminarily designated Thomas J. McKenna of Gainey & McKenna as Class Counsel for the Settlement Class. Class Counsel also worked on the case with local counsel, The Bramlett Law Offices of Nashville, Tennessee. If you want to be represented by your own lawyer, you may hire one at your own expense.

How will the Class Counsel be paid?

Class Counsel has pursued this action on a contingent basis and will file a motion for the award of attorney fees and expenses. This motion will be considered at the Fairness Hearing. As previously described, Class Counsel will seek attorney fees not in excess of 33 1/3 % of the Settlement Fund, plus reimbursement of costs and expenses. Fees and expenses awarded by the Court will be deducted from the Settlement Amount.

OBJECTING TO THE SETTLEMENT OR THE ATTORNEY FEES

You can tell the Court that you do not agree with the Settlement or some part of it.

How do I tell the Court that I don't like the Settlement?

If you are a Member of the Settlement Class, you can object to the Settlement if you do not like any part of it. You can give reasons why you think the Court should not approve the Settlement. The Court will consider your views. To object, you must send a letter or other written filing saying that you object to the Settlement. Be sure to include the following case caption and notation: "Coppess v. Healthways, Inc., et al., No. 3:10-cv-00109 (M.D. Tenn.)." In addition, your objection must also include your name, address, telephone number, signature, and the reasons you object to the Settlement. **Mail the objection to each of the addresses identified below postmarked no later than _____, _____. You must mail your objection by this date. If you fail to do so, the Court will not consider your objections.** Again, all papers submitted must include the case no. 3:10-cv-00109 on the front page. If you plan to speak at the Fairness Hearing, you must send a Notice of Intention to Appear along with your objection, as described below.

Court	Class Counsel	Defense Counsel
Clerk of the United States District Court Middle District of Tennessee 801 Broadway, Nashville, TN 37203	Gainey & McKenna Thomas J. McKenna 295 Madison Ave., 4th Floor New York, NY 10017	Alston & Bird LLP H. Douglas Hinson 1201 West Peachtree Street Atlanta, GA 30309-3424

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but it is not necessary.

When and where will the Court decide whether to approve the Settlement?

The Court will hold a Fairness Hearing to decide whether to approve the Settlement as fair, reasonable, and adequate. You may attend the Fairness Hearing, and you may ask to speak, but you do not have to attend. The Court will hold the Fairness Hearing at _____ .m. on _____, ____ at _____ .m. in Courtroom A826 at the United States Courthouse, 801 Broadway, Nashville, TN 37203. At that hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. After the Fairness Hearing, the Court will decide whether to approve the Settlement. The Court will also rule on the motions for attorney fees and expenses.

Do I have to come to the hearing?

No, but you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to voice your objection in person. As long as you mail your written objection on time, the Court will consider it when determining whether to approve the Settlement as fair, reasonable, and adequate. You also may pay your own lawyer to attend the Fairness Hearing, but attendance is not necessary.

May I speak at the hearing?

If you are a Settlement Class Member, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter or other paper called a "Notice of Intention to Appear at Fairness Hearing in Coppess v. Healthways, Inc., et al., No. 3:10-cv-00109 (M.D. Tenn.)." Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be postmarked no later than _____, ____ and be sent to the Clerk of the Court, Class Counsel, and Defendants' counsel at the addresses listed above.

IF YOU DO NOTHING

What happens if I do nothing at all?

If you do nothing and you are a Settlement Class Member, you will participate in the Settlement of the Action as described above in this Notice if the Settlement is approved.

**Questions? Please Call 1-8XX-XXX-XXXX or visit
www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**

GETTING MORE INFORMATION

Are there more details about the Settlement?

This Notice summarizes the proposed Settlement. The complete Settlement is set forth in the Stipulation of Settlement. You may obtain a copy of the Stipulation of Settlement by making a written request to the counsel listed on page 3 above. Copies may also be obtained at <http://www.xxx.com/Healthways>.

How do I get more information?

You can contact Class Counsel (see counsel listed on page 3), or visit the website at <http://www.xxx.com/Healthways> for more information regarding the Settlement. In addition, the Settlement Administrator has established a toll-free phone number to receive your comments and questions: 1-8XX-XXX-XXXX. Moreover, Class Counsel may be contacted via e-mail at: SOMEEMAILADDRESS@SOMESERVER.com.

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www.xxx.com/Healthways. Do not call the Company or the
Court as they cannot answer your questions.**